

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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|  |  |                               |                       |
|--|--|-------------------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>                              | NEW ASSIGNMENT                                       |                               |                       |
| <b>NATURE OF CONVEYANCE:</b>                         | REDOMESTICATION OF CORPORATION - Illinois to Iowa    |                               |                       |
| <b>CONVEYING PARTY DATA</b>                          |  |                               |                       |
| <b>Name</b>  | <b>Formerly</b>                                      | <b>Execution Date</b>         | <b>Entity Type</b>    |
| North American Company for Life and Health Insurance |  | 06/30/2007                    | CORPORATION: ILLINOIS |
| <b>RECEIVING PARTY DATA</b>                          |  |                               |                       |
| <b>Name:</b>   | North American Company for Life and Health Insurance |                               |                       |
| <b>Street Address:</b>                               | 4350 Westown Parkway                                 |                               |                       |
| <b>City:</b>   | West Des Moines                                      |                               |                       |
| <b>State/Country:</b>                                | IOWA   |                               |                       |
| <b>Postal Code:</b>                                  | 50266  |                               |                       |
| <b>Entity Type:</b>                                  | CORPORATION: IOWA                                    |                               |                       |
| <b>PROPERTY NUMBERS Total: 22</b>                    |  |                               |                       |
| <b>Property Type</b>                                 | <b>Number</b>  | <b>Word Mark</b>              |                       |
| Registration Number:                                 | 3201592  | BOOMER ANNUITY                |                       |
| Registration Number:                                 | 2881462  | BUILDER                       |                       |
| Registration Number:                                 | 3327790  | FORMULA CHOICE                |                       |
| Registration Number:                                 | 3327791  | FORMULA SELECT                |                       |
| Registration Number:                                 | 3478961  | FREEDOM CHOICE                |                       |
| Registration Number:                                 | 3311596  | GUARANTEED INCOME ADVANTAGE   |                       |
| Registration Number:                                 | 3094858  | HERITAGE BONUS                |                       |
| Registration Number:                                 | 2899421  | HERITAGE MAX                  |                       |
| Registration Number:                                 | 2778053  | MARKET CHOICE III PLUS        |                       |
| Registration Number:                                 | 2739122  | NORTH AMERICAN BUILDER        |                       |
| Registration Number:                                 | 3239101  | NORTH AMERICAN CHARTER SERIES |                       |
| Registration Number:                                 | 3072063  | NORTH AMERICAN CLASSIC        |                       |
| Registration Number:                                 | 3064495  | NORTH AMERICAN CLASSIC PLUS   |                       |
| Registration Number:                                 | 3648047  | NORTH AMERICAN DIRECTOR       |                       |

**TRADEMARK**

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|----------------------|---------|---------------------------------|
| Registration Number: | 2584727 | NORTH AMERICAN GUARANTEE        |
| Registration Number: | 2884103 | NORTH AMERICAN HERITAGE BONUS   |
| Registration Number: | 2584728 | NORTH AMERICAN INCOME           |
| Registration Number: | 3239135 | NORTH AMERICAN PRECISION SERIES |
| Registration Number: | 3450341 | PRIZM                           |
| Registration Number: | 3441675 | PRIZM PLUS                      |
| Registration Number: | 2963333 | SIMPLE SEVEN                    |
| Registration Number: | 2517011 | WE'RE HERE FOR LIFE             |

#### CORRESPONDENCE DATA

Fax Number: (515)288-1338

Phone: 515-288-3667

Email: patatty@ipmvs.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Bruce W. McKee

Address Line 1: 801 Grand Avenue, Suite 3200

Address Line 4: Des Moines, IOWA 50309-2721

|                         |                         |
|-------------------------|-------------------------|
| ATTORNEY DOCKET NUMBER: | N309-0 -- 22 TRADEMARKS |
| NAME OF SUBMITTER:      | Bruce W. McKee          |
| Signature:              | /Bruce W. McKee/        |
| Date:                   | 12/06/2011              |

#### Total Attachments: 6

source=Plan of Redomestication 01-08-2007 #page1.tif

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source=Articles of Incorporation Amended and Restated 07-19-2007 #page1.tif

source=Articles of Incorporation Amended and Restated 07-19-2007 #page2.tif

source=Articles of Incorporation Amended and Restated 07-19-2007 #page3.tif

source=Commission Certificate of Approval (Iowa) 09-27-2007 #page1.tif

PLAN OF REDOMESTICATION  
OF  
NORTH AMERICAN COMPANY FOR LIFE AND HEALTH INSURANCE

North American Company for Life and Health Insurance (the "Company") seeks to redomesticate from Illinois to Iowa pursuant to Section 508.12 of the Iowa Insurance Code. Subject to an approval of the redomestication from the Illinois Division of Insurance, the Company plans to redomesticate to Iowa effective June 30, 2007 or such earlier date upon obtaining approval of the Iowa Department of Insurance.

The Company is presently an Illinois-domiciled life and health insurer licensed to transact business in all states except New York. The Company's statutory home office in Illinois is located at 525 West Van Buren, Chicago, Illinois. The Company also has an administrative office at One Midland Plaza, Sioux Falls, South Dakota.

The Company was incorporated in Illinois on May 13, 1886 under the name North American Accident Association. The Company was renamed North American Accident Insurance Company in 1899. In 1958, the Company was purchased by CIT Financial Corporation. In 1960, it changed its name to North American Company for Life, Accident, and Health Insurance and in 1967 changed its name again to North American Company for Life and Health Insurance. In 1984, the Company was acquired by RCA Corporation. In 1986, General Electric purchased RCA Corporation of which the Company was a part. In the same year, the Company was sold by RCA Corporation to a private investor group, who had direct ownership of Institutional Founders Life Insurance Company ("IFLIC"), a Texas corporation. At that time, IFLIC became the Company's parent corporation. In 1996, Sammons Enterprises, Inc. ("SEI"), a Texas general business corporation, acquired NACOLAH Holding Corporation, the parent company of IFLIC. Effective January 1, 2002, NACOLAH Holding Corporation was merged into its parent, Sammons Financial Group, Inc., formerly Sammons Financial Holdings, Inc., whose name was changed to Sammons Financial Group, Inc. effective January 3, 2002 ("SFG"); thereby making SFG the parent company of IFLIC. Effective April 1, 2003, IFLIC was voluntarily dissolved and the Company assumed all of its policies pursuant to an assumption reinsurance agreement and all of IFLIC's remaining assets and liabilities were transferred to SFG, its parent. SEI is the ultimate parent of the Company; however, SFG, a wholly owned subsidiary of SEI, directly owns the Company.

On the effective date of the redomestication, the Company's statutory home office will be 4601 Westown Parkway, West Des Moines, Iowa and its main administrative office will become 525 West Van Buren, Chicago, Illinois. The Company will continue to also maintain an administrative office at One Midland Plaza, Sioux Fall, South Dakota.

The Company enjoys and appreciates its good relationship with Illinois and its insurance industry regulators. The redomestication to Iowa is being made in order to simplify regulatory compliance for the Company's holding company system by utilizing a common regulator for the Company and its affiliates and to reduce current taxes and future tax costs related to the anticipated growth of the Company's annuity business.

To effectuate the redomestication, the Company plans to file Articles of Redomestication and Amended and Restated Articles of Incorporation (the "Articles") with the Iowa Department of Insurance on or around February 1, 2007. The Company will also adopt Restated Bylaws that are in compliance with applicable Iowa laws.

Contemporaneously with the filing of the Articles with the Iowa Department of Insurance, and the issuance of the amended Certificate of Authority by the Iowa Director of Insurance, and upon receipt of consent from the Illinois Division of Insurance, the Company will be released from the jurisdiction of the Illinois Division of Insurance as a domestic insurer and will undertake all actions necessary to qualify for a Certificate of Authority from Illinois as a foreign insurance company. Immediately following the issuance of the amended Certificate of Authority, the Company will undertake all actions necessary to maintain its current Certificate of Authority in each jurisdiction in which it is licensed immediately prior to the redomestication.

The Company does not anticipate that any policyholders, certificateholders or annuitants will be prejudiced in any way as a result of the redomestication.

Copies of the resolutions of the Board of Directors and sole shareholder of the Company approving the redomestication and authorizing the proper officers of the Company to take all necessary action in connection therewith are submitted with this Plan of Redomestication.

Dated this 8<sup>th</sup> day of January, 2007.

North American Company for Life and Health Insurance

By:   
Ronald H. Ridlehuber, President

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ARTICLES OF INCORPORATION OF  
NORTH AMERICAN COMPANY FOR LIFE AND HEALTH INSURANCE  
AMENDED AND RESTATED

We, John J. Craig, II, and Stephen P. Horvat, Jr., Senior Vice President and Secretary, respectively, of NORTH AMERICAN COMPANY FOR LIFE AND HEALTH INSURANCE, a corporation organized and existing under the laws of the State of Iowa, hereby certify that the Company's shareholders via unanimous written consent dated June 27, 2007, and acting pursuant to Section 490.1003 of the Iowa Business Corporation Act, being Chapter 490 of the Session Laws of the State of Iowa for the year 1989, amended its Articles of Incorporation as follows:

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NORTH AMERICAN COMPANY FOR LIFE AND HEALTH INSURANCE ADOPTED PURSUANT TO SECTION 490.1003 OF THE IOWA BUSINESS CORPORATION ACT, CHAPTER 490 OF THE SESSION LAWS OF THE STATE OF IOWA FOR THE YEAR 1989 AND IN COMPLIANCE WITH SECTION 508.3 OF THE IOWA INSURANCE CODE.

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I.  
Corporate Name.

The name of this corporation is and shall hereafter be NORTH AMERICAN COMPANY FOR LIFE AND HEALTH INSURANCE.

II.  
Location of Registered Office and Principal Office.

The location of the registered office and principal office of the corporation for the transaction of corporate business in the State is 4601 Westown Parkway, Suite 300, West Des Moines, Polk County, Iowa.

III.  
Registered Agent.

The registered agent for receipt of service of process, notice, or demand required or permitted by law on behalf of the corporation is Mr. Esfand E. Dinshaw, Senior Vice President.

IV.  
Period of Duration.

The period of duration of the corporation is and shall be perpetual.

V.  
Class of Insurance Business Proposed to be Engaged in and Kinds of Insurance Proposed to be Written.

This corporation is an Iowa domiciled insurance company authorized to generally engage in the business of writing and underwriting contracts of life, annuities, or contracts supplemental thereto, health, accident, and all other forms of disability insurance upon either participating or nonparticipating plans, with the authority to issue all types of contracts usually and customarily written by legal reserve insurance companies in the United States of America, and to generally engage in any business and have authority to do anything provided for or permissible now or that may be hereafter authorized under the laws of the State of Iowa.

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**VI.**  
**Number, Term of Office and Manner of Electing Directors.**

- (1) The corporate powers shall be exercised by, and under the direction and supervision of, a Board of Directors, composed of not less than five (5) nor more than twenty-one (21) natural persons, who shall be at least twenty-one (21) years of age.
- (2) The precise number of directors serving during any year shall be specified from time to time in the By-Laws of the corporation, and until otherwise so specified shall be nine (9).
- (3) All of the directors shall be elected annually, and shall hold office until their successors shall have been duly elected and qualified.
- (4) In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and directors shall not be elected in any other manner.
- (5) In the event a vacancy shall at any time occur on the Board of Directors for any reason whatsoever, the shareholders at a special meeting called for that purpose, may elect a director to fill the unexpired term of the director whose office is so vacated.

**VII.**  
**Amount of Capital, Number of Shares and Par Value of Each Share.**

The capital of this corporation shall aggregate \$2,500,000, consisting of 100,000 shares, each share having a par value of \$25.00.

**VIII.**  
**Establishment of By-Laws.**

The directors shall adopt By-Laws providing for the election, and defining the duties, of such officers as they deem proper, providing for the number and government of said directors, and providing for the government of the business and affairs of the corporation, not inconsistent with the Iowa Insurance Code and the Iowa Business Corporation Act, Amended and Restated, under which this corporation is incorporated.

**IX.**  
**Indemnification.**

The corporation shall indemnify any and all persons whom it may have the power to indemnify under the Iowa Business Corporation Act, as the same may be amended and supplemented, against any and all of the expenses, liabilities and other matters referred to in or covered by such Act.

**X.**  
**Amended and Restated Articles.**

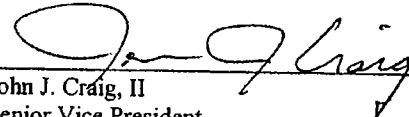
The above and foregoing Amended and Restated Articles of Incorporation supersede any prior Amended or Restated Articles of Incorporation and all amendments thereto.


### CERTIFICATION

We, John J. Craig, II and Stephen P. Horvat, Jr., Senior Vice President and Secretary, respectively, of North American Company for Life and Health Insurance, a corporation organized and existing under the laws of the State of Iowa, hereby certify that via unanimous written consent dated June 27, 2007, the shareholders adopted a resolution to amend the Articles of Incorporation of the Company as herein above indicated with the vote of the shareholders being as follows:

| <u>Share<br/>Designation</u>        | <u>Outstanding<br/>Shares</u>     | <u>Eligible<br/>Voters</u> | <u>Voters<br/>Represented</u> |
|-------------------------------------|-----------------------------------|----------------------------|-------------------------------|
| Common                              | 100,000                           | 1                          | 1                             |
| Votes for the Resolution<br>100,000 | Votes Against the Resolution<br>0 |                            |                               |

IN WITNESS WHEREOF, we have hereunder signed this Certificate as Senior Vice President and Secretary, respectively, of the North American Company for Life and Health Insurance, and caused the seal of the corporation to be hereto affixed, this 19<sup>th</sup> day of July 2007.

  
John J. Craig, II  
Senior Vice President

  
Stephen P. Horvat, Jr.  
Secretary

[SEAL]

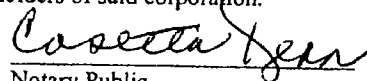
### VERIFICATION

State of Illinois            )  
                                  ) ss.  
County of Cook            )

I, Cosetta Dean, A Notary Public in and for the County and the State aforesaid, do hereby certify that on this 19<sup>th</sup> day July 2007, John J. Craig, II and Stephen P. Horvat, Jr., personally known to me to be the Senior Vice President and Secretary of NORTH AMERICAN COMPANY FOR LIFE AND HEALTH INSURANCE, an Iowa corporation, and known to me to be the same persons who signed the above and foregoing Amended Articles of Incorporation, on behalf of said North American Company for Life and Health Insurance, appeared before me this day in person and severally acknowledged that they signed said Amended Articles of Incorporation as such Senior Vice President and Secretary, respectively, and that the seal affixed thereto is the corporate seal of North American Company for Life and Health Insurance, and that they signed and sealed the same pursuant to resolutions duly adopted by the Board of Directors and Shareholders of said corporation.



(Signed)

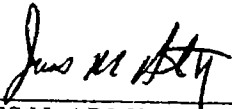
  
Cosetta Dean  
Notary Public  
My commission expires 2/14/10

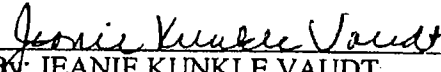
COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Articles of Incorporation of **North American Company for Life and Health Insurance** (adopted effective June 27, 2007).

SUSAN E. VOSS  
Iowa Insurance Commissioner

THOMAS J. MILLER  
Iowa Attorney General

  
By: JAMES N. ARMSTRONG  
Deputy Insurance Commissioner

  
By: JEANIE KUNKLE VAUDT  
Assistant Attorney General

Date: 9-27-07

Date: 9-27-7

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